

## **PART 2A OF FORM ADV: FIRM BROCHURE**

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**March 31, 2021**

**This Brochure provides information about the qualifications and business practices of Kennet Partners LLC (the “Adviser”). If you have any questions about the contents of this Brochure, please contact Jonathan Hewitson by e-mail at [jhewitson@kennet.com](mailto:jhewitson@kennet.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority, and references in this Brochure to the Adviser as a “registered investment adviser” are not intended to imply a certain level of skill or training.**

**Additional information about the Adviser is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2 – MATERIAL CHANGES**

Since the last update to this Brochure filed on March 27, 2020, Kennet Partners LLC has added three special purpose vehicles to its advisory client base. In addition, as of January 11, 2021, Kennet Partners LLC's investment advisory business has been acquired by Savant Growth LLC. Kennet Partners LLC was renamed to Savant Partners LLC ("Savant"). Savant has submitted a succession by application filing in accordance with Form ADV Part 1 instructions and the application is under review by the Securities and Exchange Commission ("SEC"). Until such time that the SEC declares Savant's registration effective, Savant is relying on Kennet Partners' current registration to conduct its advisory business. Kennet Partners has amended this Brochure to discuss the transition of its investment advisory business to Savant. The disclosures contained in this Brochure reflect Kennet Partners' advisory business as of December 31, 2020. Following Savant's registration approval, Kennet Partners will withdraw its registration as an investment adviser.

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## ITEM 4 – ADVISORY BUSINESS

Kennet Partners LLC (“Kennet Partners” or the “Adviser”) is a limited liability company formed in Delaware in 2001 and registered with the SEC. Kennet Partners is indirectly but beneficially owned by Michael Elias and Javier Rojas (the “Principal Owners”). In addition, Eric Filipek and Hillel Zidel serve as Partners in the firm.

In January 2021, Savant Growth, LLC acquired the investment advisory business of the Adviser. The Adviser was renamed Savant Partners, LLC (“Savant”). In connection with this transition, the private fund managed by Savant, Savant Growth Fund I, LP acquired US portfolio companies held directly or indirectly by Kennet II, Kennet III and Kennet IV (defined below). Following this transition, Kennet Partners terminated its investment advisory agreements with the Kennet funds and ceased conducting investment advisory business. Savant has submitted a succession by application filing in accordance with Form ADV Part 1 instructions and the application is under review by the Securities and Exchange Commission (“SEC”). Until such time that the SEC declares Savant’s registration effective, Savant is relying on Kennet’s current registration to conduct its advisory business.

Kennet’s investment advice is principally related to growth equity investments in the technology industry. In advising its clients, Kennet has generally targeted equity investments of between €3 million and €20 million, but may make larger or smaller investments. Kennet typically seeks significant minority positions or majority control in portfolio companies (“Portfolio Companies”), with board representation and customary shareholder rights.

Kennet Partners and its affiliates, Kennet Capital Management (Jersey) Ltd and Kennet Partners Limited (together, the “Affiliated Advisers” and with Kennet Partners, “Kennet”), provide discretionary investment advisory services to the following private investment funds:

- Kennet II LP
- King Street Partners LP (together with Kennet II L.P., “Kennet II”)
- Kennet III A LP
- Kennet III B LP (together with Kennet III A L.P., “Kennet III”)
- Kennet IV LP (“Kennet IV”)
- Kennet SPV LLC
- Kennet SN SPV LLC
- Kennet INPR SPV LLC
- Kennet CB SPV LLC
- Kennet CNV SPV LLC

(together, the “Funds” or the “Kennet Funds”). The Affiliated Advisers were formed in 1996 and 1997, respectively.

Kennet II and Kennet III can invest up to 30% (Kennet II was increased to 35% by Limited Partner consent) of their capital commitments in the U.S., with the remaining commitments to be invested in Europe. Kennet IV can invest up to 40% of invested capital in the U.S. with the remainder to be invested in Europe.

Kennet SPV LLC, Kennet SN SPV LLC, Kennet INPR SPV LLC, Kennet CB SPV LLC and Kennet CNV SPV LLC are special purpose vehicles which made minority investments in single U.S. companies.

King Street Partners LP is a co-investment fund which has been established for investment by Kennet employees and invests alongside Kennet II, at the same time and at terms no more favorable than Kennet II.

The Funds have limited terms of existence, at the conclusion of which, final distributions are paid to investors.

The Funds have entered into side-letter agreements or other similar agreements with one or more investors that provide such investors with terms additional to or different from those set forth in the Funds' private placement memoranda ("PPMs") and limited partnership agreements ("LPAs"). However, each Investor is notified of the side-letter agreements and has the option to be party to the additional terms.

Kennet II GP Limited, Kennet III GP Limited, and Kennet IV GP Limited, each an affiliate of Kennet, serve as the general partners to Kennet II, Kennet III, and Kennet IV, respectively. Kennet Partners serves as the general partner to Kennet SPV and Kennet SN SPV (collectively, the "Affiliated General Partners"). Kennet does not tailor its advisory services to the individual needs of investors, and investors may not directly impose restrictions on investing in certain securities or types of investments. The PPMs and LPAs set forth the Funds' investment strategies, including guidelines regarding the types of securities the Funds will invest in and portfolio limits, including any restrictions that were negotiated at the time of an Investor's commitment.

Kennet does not participate in wrap fee programs.

As of December 31, 2020, Kennet managed approximately \$391,486,000 of client assets, all on a discretionary basis.

## ITEM 5 – FEES AND COMPENSATION

### **Asset Management Fee<sup>1</sup>**

The Affiliated General Partner of Kennet IV is entitled to receive a fee equal to 2.35% of Total Commitments until the end of the investment period (5 years from the first closing date). Thereafter and until the termination of the Fund (10 years from the original closing date), the Affiliated General Partner's share will be 2.35% of the acquisition costs of all investments less the acquisition costs of realized investments. The Affiliated General Partner's Share, or non-refundable drawings on account thereof, are calculated and paid quarterly in advance. Asset Management Fees are generally called from Fund investors' capital commitments quarterly in advance. The proceeds of realized investments are usually applied as soon as practicable towards repaying the Outstanding Commitments drawn down and distributing capital gains, although proceeds can be retained for 'recycling' in accordance with the LPAs.

For Kennet III, the Affiliated General Partner receives an annual fee equal to 2.5% of Total Commitments until the end of the Investment Period (5 years from the first closing date). Thereafter and until the termination of the Fund (10 years from the original closing date), the Affiliated General Partner's share will be 2.5% of the acquisition costs of all investments less the acquisition costs of realized investments. The Affiliated General Partner's Share, or non-refundable drawings on account thereof, are calculated and paid quarterly in advance. Asset Management Fees are generally called from Fund investors' capital commitments quarterly in advance. The proceeds of realized investments are usually applied as soon as practicable towards repaying the Outstanding Commitments drawn down and distributing capital gains, although proceeds can be retained for 'recycling' in accordance with the LPAs.

For Kennet SPV LLC, Kennet Partners LLC will receive a fee of 2% of commitments once members have received distributions equal to their capital contributions and a preferred return of 8% per annum.

Kennet Partners LLC does not receive a management fee from investors in Kennet SN SPV LLC.

In the event that Kennet II disposes of its investment in IntelPeer to a non-Affiliated third party, and for so long as the Kennet Partners LLC has the right to appoint a board observer to the board of directors of IntelPeer, Kennet INPR SPV LLC shall pay Kennet Partners LLC an annual management fee equal to 1% of Remaining Invested Capital.

For Kennet CB SPV LLC, Kennet Partners LLC will receive a on-time administrative fee equal to 1% of commitments.

In the event that Kennet III disposes of its investment in Conversica to a non-Affiliated third party, and for so long as the Kennet CNV SPV LLC has the right to designate a member of the board of directors of Conversica, Kennet CNV SPV LLC shall pay Kennet Partners LLC an annual management fee equal to 1% of Remaining Invested Capital

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<sup>1</sup> Capitalized terms are defined within each respective Fund's PPM.

### **Performance-Based Fee payable upon Distribution/Realization of Proceeds**

For Kennet IV, and subject to a clawback, the founder partners are eligible to receive a percentage of profits on any distributions made by the Funds. All income and realization proceeds (except in the case of Short-Term Investments as described below) will, after satisfying any expenses and liabilities of the Fund, be distributed as follows:

1. first, to the investors (pro rata to their respective Commitments) until the investors have been repaid their Outstanding Loans;
2. second, to the investors (pro rata to their respective Commitments) in payment of an amount equal to the Preferred Return;
3. third, to the Founder Partner until it has received an amount equal to 20% of the cumulative distributions of Income Proceeds and Capital Proceeds in excess of amounts distributed under (2) above; and
4. fourth, as to 80% to the investors (pro rata to their respective Commitments) and 20% to the Founder Partner.

For Kennet III, and subject to a clawback, the founder partner is eligible to receive a percentage of profits on any distributions made by the Funds. All income and realization proceeds (except in the case of Short-Term Investments as described below) will, after satisfying any expenses and liabilities of the Fund, be distributed as follows:

1. first, to all the investors (pro-rata to the amount of their respective Commitments) until the investors have been repaid their Outstanding Loans; and
2. second, 80% to the investors and 20% to the Founder Partner as carried interest, subject to certain retention provisions.

Income to the Fund from interest on Short Term Investments will be distributed directly to the investors pro rata based on their Commitments.

For Kennet II, the performance-based fee mechanism is similar but not identical to Kennet III.

Kennet SPV LLC will pay carried interest at a rate of 15% after payment of members' capital contributions, the preferred return of 8% per annum and the one-time management fee. Kennet SN SPV LLC, Kennet INPR SPV LLC, Kennet CB SPV LLC and Kennet CNV SPV LLC will pay similar, but not identical, performance-based fees.

**It is important that investors refer to the PPM and LPA of each respective Fund for a complete understanding of how the affiliate of the Adviser is compensated for services. This is particularly**

**true with respect to performance-based compensation. The information contained herein is a summary only and is qualified in its entirety by such documents.**

### **Expenses**

The Funds bear their own operating costs, including establishment costs (which are capped), legal and audit fees, and third-party costs arising from uncompleted transactions. The Affiliated General Partner bears any establishment costs in excess of the cap. For Kennet III, monitoring fees, management fees, arrangement fees, syndication fees, and transaction fees are retained by the Affiliated General Partner or Kennet and are completely offset against the Affiliated General Partner's Asset Management Fee. If the aggregate amount of the foregoing fees exceeds the Affiliated General Partner's Asset Management Fee in any accounting period, the excess is carried forward and will reduce the Affiliated General Partner's Asset Management Fee in the following accounting period(s).

**It is important that investors refer to the PPM and LPAs of each respective Fund for a complete understanding of the expenses that will be borne by investors. The information contained herein is a summary only and is qualified in its entirety by such documents.**

Investors may not transfer their interest in the Funds without the Affiliated General Partner's prior written consent (which may be withheld in its absolute discretion) and only if such transfer does not breach any relevant legal or regulatory restriction. Investors may not withdraw from the Funds except where this is required to avoid a plan assets violation under ERISA.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Subject to a clawback, Kennet or the founder partner is eligible to receive performance-based compensation from investors upon the distribution of investment proceeds. Please see Item 5 above for a summary of such compensation.

It should be noted that the possibility of Kennet's or the founder partner's receipt of performance-based compensation can create a potential conflict of interest in that it could be viewed as an incentive to make riskier or more speculative investments than in the absence of such performance-based fee. However, this incentive is mitigated by the fact that losses will reduce a Fund's performance, and thus Kennet's or the founder partner's compensation. Investors are provided with clear disclosure in the PPM and LPA as to how the performance-based compensation is charged. In addition, Kennet or its affiliates may receive fees from Portfolio Companies, a portion of which may be retained by Kennet, but will be offset against the applicable annual fee. The compensation structure is in line with industry standards.

## **ITEM 7 – TYPES OF CLIENTS**

Kennet provides investment advice to the Funds, as described in Item 4, above. During the periods of time when the Funds were open to new investors, they were open only to investors meeting certain suitability requirements. In addition, the Funds required a significant minimum capital commitment, typically €2,000,000, subject to modification by the Affiliated General Partner.

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

As a general matter, Kennet utilizes the methods of analysis and investment strategies described in the Funds’ offering and governing documents provided to all investors prior to the time of an investment. The information contained herein is a summary only and Fund investors should refer to and carefully review the respective Fund offering and governing documents for a complete overview of Kennet’s methods of analysis and investment strategies.

### **Investment Process**

As described in Item 4 above, Kennet provides advisory services in relation to growth equity investments in the technology industry. Investment opportunities for the Funds originate from multiple sources, including proactive outbound prospecting, and from the Kennet network of industry executives and professional intermediaries. The emphasis is on maximizing proprietary deal flow, in order to generate investment opportunities which are non-competitive and can thus be obtained on more attractive terms.

With a view to seeking out capital-efficient businesses that have the potential to become market-leading companies, Kennet prioritizes its deal sourcing activities as follows:

1. *Bootstrapped companies* – Typically these businesses are majority-owned by their founder-managers, are often profitable, and they are by definition capital-efficient. These companies tend to face similar challenges in expanding internationally and in ensuring professional management is in place for the next phase of growth – both areas in which Kennet’s experience is applicable.

2. *Traditional follow-on investments* – Kennet also considers follow-on investment rounds in venture-backed businesses if they meet certain key criteria:

- They must have demonstrated capital efficiency to date and must not be dependent on continuous capital-raising for survival; and
- Following Kennet’s investment, they must have a simple capital structure, with management equity not ‘under water’ beneath excessive preference capital.

3. *Divestitures* – Kennet maintains an ongoing dialogue with technology investment banks and larger technology companies in order to be aware of any pending divestitures. Kennet also regularly approaches companies with regard to specific subsidiaries of interest. In looking at divestitures, a key Kennet requirement is having the right management team in place at the time of the transaction.

4. *Other transactions* – Since Kennet’s primary objective is to become a significant shareholder in businesses with an opportunity of international expansion, the Kennet team is open to a variety of financial transactions that achieve this end. Kennet has proven experience with management buyout (“MBO”) and management buy-in (“MBI”) bids, public-to-private transactions, as well as purchases of pure secondary stakes in companies.

## **Investment Strategy**

Kennet's objective is to build a portfolio of investments where each can deliver a relatively low-risk base return of 3x invested capital, with upside potential in the 5–10x range. The assumption is that some companies will fail to reach their base return, while others will exceed return expectations. Every effort is made to minimize loss of capital by investing in businesses that are capital-efficient and which do not have significant preference capital from prior equity investors. In many cases the companies are either profitable or near profitability. In the event of underperformance, Kennet aims to sell such portfolio companies for the value at which Kennet has invested, as such approach can potentially yield a return of capital plus the return built into the protected equity instrument. This approach can minimize portfolio losses and can provide significant downside protection for the fund.

## **Risks**

As a general matter, Kennet utilizes the methods of analysis and investment strategies described in the Kennet Funds' offering and governing documents provided to all Fund investors prior to the time of an investment. The information contained herein is a summary only, and Fund investors should refer to and carefully review the respective Kennet Fund offering and governing documents for a complete overview of Kennet's methods of analysis and investment strategies and the risks associated therewith.

Fund investors and potential investors should be aware that an investment in a Kennet Fund involves a high degree of risk. There can be no assurance that the Kennet's investment objectives will be achieved or that an investor will receive a return of its capital. The following considerations, in addition to those contained in the offering and governing documents, should be carefully evaluated before making an investment in a Kennet Fund.

### **Passive Investment**

Fund investors are precluded from active participation in making investment decisions. In order to protect their limited liability status, Fund investors must rely entirely on Kennet and its affiliates to conduct and manage the affairs of the Kennet Funds.

### **Importance of Kennet Personnel**

The success of the Kennet Funds depends substantially upon the skill and expertise of the individuals employed by Kennet. There can be no assurance that the present individuals will continue to be employed by Kennet throughout the life of the Kennet Funds.

### **Competition**

The Kennet Funds will be competing for investments with other companies, the public equity markets and other investors. It is possible that competition for appropriate investment opportunities may increase, thus reducing the number of opportunities available and adversely affecting the terms upon which such investments can be made. Accordingly, there can be no assurance that the Kennet Funds will be able to identify and complete attractive investments in the future or that it will be able to invest fully their committed capital.

### **Force Majeure**

Portfolio investments may be affected by force majeure events (i.e. events beyond the control of the party claiming the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, etc.). Certain force majeure events could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which Kennet Funds may invest specifically.

### **General Economic Conditions**

General economic conditions may affect the Kennet Funds' activities. Interest rates, the availability of financing, the price of securities and participation by other investors in the financial markets may adversely affect the value and number of investments made by the Kennet Funds.

### **Lack of Liquidity**

Interests in the Kennet Funds will not be registered under the U.S. Securities Act of 1933, as amended, or any other securities laws in any jurisdiction, and interests in such Funds will not ordinarily be transferable. There is no market for such interests and none is expected to develop. Interests in the Kennet Funds are not redeemable.

### **Potential for Insufficient Returns**

Returns generated by Funds' investments may be insufficient to compensate Fund investors adequately for the business and financial risks that must be assumed. Fund investors may lose all or part of their commitments to the Fund.

### **Past Performance**

Past performance of investments managed by Kennet is not necessarily a guide to the future performance.

### **Leverage**

The Funds' investments are not expected to include companies whose capital structures may have significant leverage, though this does not preclude the Funds' from making such investments. Kennet will seek to invest in portfolio companies whose leverage is believed to be appropriate to that company, though the leveraged capital structure of such companies may increase their exposure to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of the company or its industry.

### **Risk of Limited Number of Investments**

The Funds may participate in a limited number of investments and, consequently, the aggregate return of such Fund may be substantially adversely affected by the unfavourable performance of even a single investment.

### **Risk of Certain Investments in Portfolio Companies**

The securities of portfolio companies and the ability of such companies to pay debts could be adversely affected by interest rate movements, changes in the general economic or political climate, or the economic factors affecting a particular industry, changes in tax law or specific developments within such companies.

Most of the Funds' investments will not have a readily available public market, and disposition of such investments may require a lengthy time period or may result in distributions in kind to Fund investors. Kennet has a limited ability to extend the term of the Funds; therefore, the Funds may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

### **Non-controlling Investments**

The Funds may hold a non-controlling interest in certain portfolio companies and, therefore may have a limited ability to protect its position in such portfolio companies, although as a condition of investment in a portfolio company, it is expected that appropriate shareholder rights generally will be sought to protect the Fund Investors' interests. Kennet also seeks to secure board representation at the time of making an investment. The Funds may co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement, including the possibility that a co-investor may have financial difficulties that negatively impact such investment. Further, a co-investor may have economic or business interests that are inconsistent with those of the Fund, or may be in a position to take action in a manner contrary to the Fund's investment objectives.

### **Contingent Liabilities on Disposition of Investments**

In connection with the disposition of an investment in a portfolio company, the Funds may be required to make representations about the business and financial affairs of such company typical of those made in connection with the sale of a business. The Funds also may be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which reserves or escrow accounts may be established.

### **Cybersecurity Risk**

The computer systems, networks and devices used by Kennet, its clients and its service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons, and security breaches. Despite the various protections utilized by both Kennet and its service providers, systems, networks or devices can be breached. A Fund and its investors could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial loss to a client; interference with Kennet's ability to calculate the value of an investment in a client; impediments to trading; the inability for Kennet and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issues of securities in which a client invests; counterparties with which a client engages in transaction(s); governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance

companies, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

**Epidemics, Pandemics, and Other Health Risks.**

The Asia Pacific region has experienced a number of outbreaks of infectious illnesses in recent decades, including swine flu, avian influenza, SARS, and COVID-19. In December 2019, an initial outbreak of the Coronavirus was reported in Hubei, China. Since then, a large number of cases have subsequently been confirmed, including in every province of China and other areas of the world, including, but not limited to, Europe, Canada, and the United States. The Coronavirus outbreak has resulted in numerous deaths and the imposition of local, municipal and national governmental “work from home” and other quarantine measures, border closures, and other travel restrictions, and has caused significant social unrest, commercial, and economic disruption in a number of jurisdictions. The World Health Organization has declared the Coronavirus outbreak a Public Health Emergency of International Concern, as well as a pandemic.

The Funds focus on B2B software businesses with recurring revenues. The underlying portfolio companies have been well-positioned to deal with the impact of COVID-19.

During 2020 and the year to date, there had been numerous exits that have resulted in realized gains in the Kennet III and Kennet IV funds. The financials for the underlying portfolio companies have continued to be encouraging throughout the period despite of COVID-19.

Software businesses are not dependent on a supply chain of physical products and delivery of software is accomplished electronically.

Staff at Kennet Partners LLC are monitoring the impact of COVID-19 on the portfolio companies on a daily basis. There is a weekly global team meeting where all staff discuss any potential issues that portfolio companies may be facing.

With regards to quarantining rules and travel restrictions, Kennet Partners LLC staff have been working from home.

All staff were already equipped with laptops and those that worked from PCs/ Macs had these couriered to their homes. Any spare equipment needed to set up, i.e. desk phones for those that needed them (directors and the receptionist/ team PA for the Kennet mainline), were ordered and set up through clear instructions. Kennet’s IT-Support Team, Syntax, provided all staff with assistance via remote sessions where any issues arose.

Staff have been encouraged to purchase office equipment to ensure comfortability whilst working from home and expense all items. This included desks, office chairs and spare monitors, all of which were ordered and delivered to their homes to increase safety and to stay at home.

**Investors and prospective investors are provided with investment offering documents that contain a detailed description of the risks related to an investment in the Fund and are advised to carefully review all risk factors set forth in the relevant offering documents.**

## **ITEM 9 –DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client or potential client's evaluation of Kennet's advisory business or the integrity of its management.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

The Adviser, in conjunction with affiliates, serves as investment adviser to the Funds. The Principal Owners and affiliates of the Adviser also invest directly or indirectly in the Funds, and some employees of the Adviser or its affiliates also invest directly or indirectly in the Funds (through an affiliate). The fact that the Principal Owners and affiliates have financial ownership interests in the Funds can create a potential conflict in that it could cause Kennet to make different investment decisions than if such parties did not have such financial ownership interests.

Kennet seeks to address this potential conflict through a variety of mechanisms. All of Kennet's employees agree to abide by the terms of Kennet's Code of Ethics (the "Code") which, as described in Item 11, sets forth Kennet's status as a fiduciary and requires employees to act in the best interest of the Funds and to place the interests of the Funds ahead of their own and those of the Adviser, and all employees are required to acknowledge their receipt and understanding of the Code. In addition, the Principal Owners are all equally incentivized by way of Performance-Based Fees as described in Item 5, and therefore have a vested interest to maximize value in the Funds.

Certain employees of the advisor have created a new company, SaleSavant, Inc., in order to commercialize software developed internally by the advisor. The time commitment of Kennet employees is minimal, with the intention being to recruit executives into the new company to manage on a day to day basis. Some services are provided to certain portfolio companies to assist them in improving their sales pipeline and conversion. Given the potential conflict of interest, it has been agreed that the Kennet executive with board responsibility for such portfolio company will recuse themselves from any decision or discussion on whether to engage the services of SaleSavant, Inc. Furthermore, any services provided to portfolio companies will be provided on an "at cost" basis, resulting in no financial benefit for the advisor.

DevSavant is a company owned by certain employees of Kennet that provides portfolio companies with access to low-cost developers to support product development initiatives. DevSavant is managed by an unaffiliated team based on Colombia. As with SaleSavant, to avoid a potential conflict of interest, when a portfolio company considers engaging DevSavant's services, the Kennet employee with board responsibility for such portfolio company will recuse themselves from discussions or decisions to engage DevSavant's services.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

The Adviser's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code applies to the Adviser's "Access Persons." Access Persons include, generally, any partner, officer or director of the Adviser and any employee or other supervised person of the Adviser (or an affiliate) who, in relation to the Fund, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All employees of certain affiliates of the Adviser are deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account the Adviser's status as a fiduciary and requires Access Persons to place the interests of the Fund and investors above their own interests and the interests of the Adviser and its affiliates. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of the Adviser's Chief Compliance Officer (the "Chief Compliance Officer"). All Access Persons are provided with a copy of the Code and are required to acknowledge receipt and understanding of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide the Adviser's Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, the Adviser's Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1. Further, Kennet maintains a "Restricted List" with the names of issuers of securities about which Kennet or its affiliates (including Access Persons) have learned material, nonpublic information. Access Persons are strictly prohibited from trading securities on the Restricted List.

In addition, the Code seeks to ensure the protection of nonpublic information about the activities of the Fund, investors and prospective investors. Investors or prospective investors may obtain a copy of the Code by contacting the Chief Compliance Officer, Jonathan Hewitson, at [jhewitson@kennet.com](mailto:jhewitson@kennet.com).

The Adviser, its affiliates and certain Access Persons may invest directly or indirectly in the Funds (through an affiliate). The fact that the Adviser, its affiliates and Access Persons may each have a direct or indirect financial ownership interests in the Funds create a potential conflict in that it could cause the Adviser and its affiliates to make different investment decisions than if such parties did not have such financial ownership interests. The Adviser seeks to address such potential conflicts by the personal securities transaction pre-clearance and holding requirements described in this Item 11, as well as through regular monitoring of the Funds' portfolios and investments for consistency with the Funds' objectives, strategies, and target capacity. Further, the Adviser and its affiliates carefully consider the risks involved in any investments and provide extensive disclosure to investors regarding the potential risks that come with an investment in the Funds.

Further, the Adviser (or its affiliate) receives management and performance-based compensation. The management fees are payable without regard to the overall success or income earned by the Funds and, therefore, may create an incentive on the part of the Adviser to raise or otherwise increase assets under management to a higher level than would be the case if the Adviser was receiving a lower or no management fee. Performance-based fees can create an incentive for Kennet to make investments that are riskier or more speculative than in the absence of such performance-based fee. However, this incentive is mitigated by the fact that losses will reduce a Fund's performance and thus Kennet's or the founder partner's compensation.

The Adviser's investment program does not generally involve investments in publicly traded securities. However, this is not excluded from the LPAs.

Access Persons are permitted to make securities transactions in their personal accounts. This presents potential conflicts in that an Access Person could make improper use of information regarding a Fund's holdings or future transactions or research paid for by the Funds. An Access Person could take for himself or herself an investment opportunity available to a Fund or could engage in "front-running" of a Fund's investment.

Kennet seeks to manage the potential conflicts of interest inherent in Access Person personal trading by rigorous enforcement of its Code, which contains strict pre-clearance and reporting guidelines for Access Persons. Kennet requires that Access Persons pre-clear certain securities transactions in their personal accounts, including transactions in initial public offerings ("IPOs"), limited offerings, and securities of any company that operates in the industries that are within the scope of the investment activities of Kennet. Generally speaking, Access Persons are discouraged from making investments in the technology industry, in which Kennet is actively and regularly pursuing investment opportunities. Requests for pre-clearance are reviewed for potential conflicts of interest with the Funds.

Prior to the Savant Fund acquiring the US assets of the Kennet Funds (the "Transaction"), the Savant Team was employed by Kennet Partners and its affiliates. Following the closing of the Transaction, the Savant Team was employed by Savant or one or more of its affiliates. Accordingly, the members of the Savant Team sat on both sides of the Transaction. In order to mitigate this conflict of interest, Kennet Partners and its affiliates engaged a third party to run a process to find buyers for the assets of the Kennet Funds. This was a competitive process with a number of parties bidding on the assets. Additionally, Kennet Partners received the consent of the advisory committees of the Kennet Funds to waive the conflict of interest presented by the Savant Team sitting on both sides of the Transaction. In connection with the approval of the Transaction by the Kennet Funds investment committee, the members of the Savant Team recused themselves from the vote on the approval of the Transaction. Kennet also received a fairness opinion from Duff and Phelps with respect to the Transaction. Lastly, the Savant Team has made available to the limited partners of the Kennet Funds the ability to participate in an investment in the Savant Fund.

Taken as a whole, Kennet Partners and its affiliates believe the steps taken mitigate the conflicts of interest presented by the Transaction. Even so, there is no guarantee that all conflicts of interest have been mitigated.

## **ITEM 12 – BROKERAGE PRACTICES**

As described in Item 4 above, Kennet is the investment adviser to private equity funds. Due to the nature of its business (being focused on private as opposed to publicly traded securities), Kennet generally does not select or recommend broker-dealers for Fund transactions. However, under certain circumstances, such as when Funds receive distributions in the form of stock provided by underlying Portfolio Companies or when an underlying Portfolio Company completes an IPO, Kennet may use brokerage firms to liquidate or distribute securities that become tradable in public markets. These transactions may be done in large block transactions or in smaller trades over a period of time. Kennet would likely select any such brokers based upon a number of factors, including trading execution capabilities, commissions charged, experience handling private equity transactions, customer services capabilities and back-office support, and in accordance with best execution.

Kennet does not utilize “soft dollars.”

The Adviser recognizes that, as a fiduciary, it has a duty to seek to allocate investment opportunities among its private funds in a fair and equitable manner. It should be noted that it is generally the Adviser’s policy to raise and invest only one fund at a time. However, from time to time certain funds may have overlapping investment periods, in which case the investment will be made by the older Fund. This would be disclosed and agreed with the investors in the new Fund. Kennet does not normally co-invest between Funds. If Kennet were to consider a co-investment by the Funds, it would only make the co-investment with proper consent from the respective “Investor Committees” (described below in Item 13) of the Funds.

## **ITEM 13 – REVIEW OF ACCOUNTS**

The Funds' investments are under continuous review by the investment team. The Kennet team generally meets on a weekly basis, and such meetings typically include reviewing the existing investments, potential investments, investment policy, the suitability of the investments used to meet policy objectives, cash availability, and investment objectives. The investment team considers, among other things, investment performance, the investment's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.

Each of the Kennet Funds has an Investor Committee, comprised of a group of investors in the Fund, that meets at least on an annual basis to review the valuations and performance of the portfolio investments. Any matters of conflict or risk are also discussed with the Investor Committees on an as-needed basis.

Kennet typically reports quarterly to its investors.

The Kennet Funds also have annual investor meetings in which all investors are invited. The purpose of these meetings is to allow Kennet to provide an update on a Fund to its investors, and for the investors to ask questions about the Fund.

For Kennet III and Kennet IV, the Fund investors receive:

- (a) annual audited accounts of the Funds, together with such information as is reasonably necessary to complete their tax returns, in accordance with the Rule 206(4)-2 under the Advisers Act (as described below in Item 15);
- (b) quarterly unaudited accounts of the Funds; and
- (c) semi-annual portfolio company summaries.

Kennet II Fund investors receive all the documents as mentioned above, as well as quarterly portfolio company summaries.

Kennet SPV and Kennet SN SPV investors receive audited annual accounts in accordance with Rule 206(4)-2 under the Advisers Act (as described below in Item 15).

Kennet INPR SPV, Savant CB SPV and Kennet CNV SPV investors do not receive audited annual accounts in accordance with the Operating Agreements for these entities.

## **ITEM 14 – CLIENT REFERRALS AND COMPENSATION**

During the fundraising process of Kennet III and Kennet IV, Kennet had an agreement in place with a third party for the purpose of soliciting prospective investors in the Fund. All such compensation for each agreement is fully disclosed to each Investor consistent with applicable law. In general, Kennet may pay third party solicitors out of the fees it receives with regard to the Kennet Funds for investor referrals. All such referral activities will be conducted in accordance with SEC Rule 206 (4)-3 under the Advisers Act, as well as relevant guidance.

## **ITEM 15 – CUSTODY**

Kennet is deemed to have custody of the Fund assets pursuant to Advisers Act Rule 206(4)-2.

The Funds' Administrator sends capital account statements to investors on a quarterly basis.

In seeking to comply with the requirements of Advisers Act Rule 206(4)-2, Kennet provides Fund investors with audited financial statements within 120 days of the end of the relevant Fund's fiscal year (i.e., generally by April 30). Investors are urged to review account statements in detail and to compare the account statements they receive from the Fund Administrator with any account statements they may receive from Kennet.

Fund assets and securities (which generally consist of certificates evidencing ownership) are generally maintained with a qualified custodian. Kennet may rely on an exception from the qualified custodian requirement with respect to certain privately offered securities. The qualified custodians utilized by Kennet are disclosed in Kennet's Form ADV Part 1.

## **ITEM 16 – INVESTMENT DISCRETION**

Kennet and the Affiliated Advisors have discretionary authority to manage securities accounts on behalf of the Funds. Such parties are authorized to make transaction recommendations for the Funds. As explained in Item 4 above, each Fund's investment strategy is set forth in detail in such Fund's prospectus and governing documents. Fund investors do not have the ability to impose limitations on the discretionary authority of Kennet and the Affiliated Advisors. Fund investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool.

## **ITEM 17 – VOTING CLIENT SECURITIES**

Kennet has authority to vote client securities. Based upon Kennet's business as a private equity fund manager (and general lack of involvement in publicly traded equities), much of Kennet's proxy voting activities derives from its investments in private Portfolio Companies, and the occurrence of corporate governance or other consent or voting matters for this type of investment.

Kennet will vote proxies or solicitations in the best interests of the relevant Fund. Prior to voting a proxy or solicitation addressed to a Fund, Kennet reviews the proxy or solicitation to determine if there are any conflicts of interest. If a conflict is identified, Kennet then makes a determination as to whether the conflict is material or not. If no material conflict is identified pursuant to these procedures, the proxy will be voted in accordance with the best interest of the relevant Fund.

If a material conflict is identified, Kennet will determine what course of action is in the best interests of the affected Fund (which may include utilizing an independent third party to vote such proxies). Further, Kennet will determine whether it is appropriate to disclose the conflict to the relevant Fund Investor Committee. Kennet may ask the Fund Investor Committee for advice regarding how to deal with the conflict.

Fund investors do not have the ability to direct proxy or solicitation votes. Funds and investors may obtain additional information regarding how Kennet voted proxies or solicitations and may obtain a copy of Kennet's voting policies and procedures by contacting Kennet.

## **ITEM 18 – FINANCIAL INFORMATION**

There exists no financial condition that is reasonably likely to impair Kennet's ability to meet its contractual commitments to its clients.